## MINTZ LEVIN

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## VIA ELECTRONIC FILING

Marlene H. Dortch Secretary Federal Communications Commission 445 12<sup>th</sup> Street, SW Washington, DC 20554

**Re:** Ex Parte Presentation

Joint Applications of Sprint Nextel Corporation, SOFTBANK CORP., and

Starburst II, Inc.

**IB Docket No. 12-343** 

Dear Ms. Dortch:

Clearwire Corporation ("Clearwire") hereby provides a description of its operations for inclusion in the above-referenced proceeding.

Clearwire is a leading provider of wholesale and retail 4G mobile broadband services. Its 4G network now covers over 135.4 million people in approximately 71 markets. As of December 31, 2012, its systems served approximately 1.4 million retail subscribers and 8.2 million wholesale subscribers with high-speed residential and mobile Internet and interconnected voice over Internet protocol ("VoIP") services. On the retail side of the business, Clearwire offers a consumer-friendly "no contract" option and unlimited data plans under the brand name CLEAR®. In 2012, the vast majority of Clearwire's wholesale subscribers and wholesale revenues came from Sprint. Other wholesale customers include Jolt Mobile, Leap Wireless, and Cbeyond. To support its network deployment, Clearwire owns Broadband Radio Service ("BRS") licenses and leases excess capacity from other BRS and Educational Broadband Service ("EBS") licensees. Clearwire does not hold any common carrier licenses or provide any common carrier services.

Clearwire is a publicly traded corporation. Sprint holds a voting interest of just over 50% of Clearwire's voting stock, giving it *de jure* control of Clearwire. However, Clearwire's governance is controlled by an Equityholders' Agreement, which sets forth the terms, conditions, rights and obligations of its various strategic investors. The Equityholders' Agreement vests *de facto* control in Clearwire's management and the Clearwire Board of Directors as a whole. Upon approval and consummation of the merger agreement between Sprint and Clearwire before the

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In addition to 4G services, Clearwire continues to provide pre-4G services in an additional 17 markets covering an estimated 2.2 million people.

## Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Commission in the pending transaction, Sprint will acquire the stock of Clearwire that it does not already own, giving Sprint 100 percent stock ownership in, and *de facto* control of, Clearwire.

Pursuant to Section 1.1206 of the Commission's rules, this letter is being submitted for inclusion in the public record of the above-referenced proceeding. Should there be any questions regarding the foregoing, please contact the undersigned.

Respectfully submitted,

/s/ Angela Y. Kung

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